

**Hearing Date and Time: February 26, 2008 at 10:00 a.m.  
Objection Deadline: February 19, 2008 at 4:00 p.m. Eastern**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <i>et al.</i> ,	)	Case No. 05-44481 (RDD)
	)	(Jointly Administered)
Debtors.	)	

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**JONES LANG LASALLE AMERICAS, INC.’S SIXTH  
INTERIM APPLICATION FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES PURSUANT TO 11 U.S.C. §§ 328, 330 AND 331**

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

Jones Lang LaSalle Americas, Inc. (“JLL”) submits this Sixth Interim Application (the “Sixth Interim Application”), pursuant to 11 U.S.C. §§ 328, 330 and 331 and the First, Second, Third, Fourth, Fifth and Sixth Orders Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Orders”), requesting: (i) allowance of compensation in the amount of \$108,122.52 for professional services performed as the real estate administrative and transaction services provider to Delphi Corporation and its related Debtor entities (collectively, the “Debtors”) during the period of June 1, 2007 through September 30, 2007 (the “Application Period”) and reimbursement of expenses in the amount of \$17,130.85 incurred in connection therewith; and (ii) payment of the amount of

\$64,827.03 remaining after application of all monthly interim compensation and expense reimbursement received to date.

1. This Court has jurisdiction over this Sixth Interim Application pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (B) and (M).

2. Venue of these cases and this Sixth Interim Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 105(a), 328 330 and 331 and Fed. R. Bankr. P. 2016.

## **BACKGROUND**

4. On October 8, 2005 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code (11 U.S.C. §§ 101 *et seq.*) (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York.

5. The Debtors continue to manage their property and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

6. On November 9, 2005, the Debtors filed the Application for Order under 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014(a) Authorizing Employment and Retention of Jones Lang LaSalle Americas, Inc. as Real Estate Administrative and Transaction Services Provider to Debtors (Docket No. 996) (the “JLL Retention Application”). In the JLL Retention Application, the Debtors sought authority to retain JLL, a global integrated real estate services provider specializing in facility services, transactional services and lease administration, to perform professional services related to the Debtors’ current real estate and real property lease portfolios and potential future real estate and real property lease opportunities.

7. The specific terms of the Debtors' engagement of JLL were set forth in the Real Estate Services Agreement between Delphi Automotive Systems LLC and Jones Lang LaSalle Americas, Inc., dated September 2, 2005, as amended by that certain First Amendment to Real Estate Services Agreement dated November 9, 2005 (the "Engagement Agreement"), which was attached to the JLL Retention Application. JLL had previously advised the Debtors regarding real estate matters prior to the Petition Date and, pursuant to the Engagement Agreement, JLL subsequently expanded the range of administrative and transaction services it provided to the Debtors.

8. On December 1, 2005, this Court entered an Order granting the JLL Retention Application (Docket No. 1385) (the "JLL Order"), retroactive to November 3, 2005, and approving the terms of the Engagement Agreement. JLL provided real estate transaction services and lease administrative services to the Debtors pursuant to the Engagement Agreement from November 3, 2005 through June 30, 2007, the date on which the Debtors elected to terminate the Engagement Agreement.

9. In connection with the Debtors' election to terminate the Engagement Agreement, the Debtors requested that JLL enter into a separate consulting agreement, pursuant to which JLL would continue to provide similar lease administrative and transaction management services to the Debtors within a more limited geographic scope.

10. On or about July 1, 2007, JLL and the Debtors entered into the Consulting Agreement (the "Consulting Agreement"), pursuant to which, JLL agreed to continue to provide, on an exclusive basis, the dedicated services of one Lease Analyst and one Transaction Manager and continued access to the Delphi+ Lease Administration System. On October 4, 2007, the Debtors filed their Supplemental Application for Order Under 11 U.S.C. §§ 327(a) and 328 and

Fed. R. Bankr. P. 2014(a) Modifying the Scope of Employment and Retention of Jones Lang LaSalle Americas, Inc. as Real Estate Administrative and Transaction Services Provider to Debtors (the “Supplemental Application”) seeking court authorization and approval for JLL to provide professional services to the Debtors under the revised scope of the Consulting Agreement and under two listing agreements for certain of the Debtors’ real property holdings in Ohio and Michigan (the Listing Agreements”).

11. On October 23, 2007, the Bankruptcy Court entered its order granting the Supplemental Application retroactive to July 1, 2007 (with respect to the Consulting Agreement) and June 1, 2007 (with respect to the Listing Agreements) and approving the terms of the Consulting Agreement and Listing Agreements.

12. For the portion of the current Application Period during which JLL rendered services under the Engagement Agreement, JLL is to be compensated for the services of its professionals according to the following formula:

Jones Lang LaSalle will be entitled to a fee for Administrative Services in an amount equal to the sum of: (i) the cost of salary of all Administrative Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overhead allocation and profit factor equal to seventy-five (75%) percent for Administrative Services Account Personnel of (i) above.

and

Jones Lang LaSalle will be entitled to a fee for Transaction Services Account Personnel in an amount equal to the sum of: (i) the cost of salary of all Transaction Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overhead allocation and profit factor equal to fifty-five (55%) percent for Transaction Services Account Personnel of (i) above.

Engagement Agreement ¶¶ IA, IIA.

13. Under the Consulting Agreement, JLL is entitled to receive compensation for the services of its Transaction Manager in the monthly amount of \$12,031.88 and monthly compensation in the amount of \$6,339.38 for its dedicated Lease Analyst, plus reimbursement of travel related expenses, as detailed in Exhibit A to the Consulting Agreement.

14. In addition to the compensation structures outlined above, as set forth in section 6.4(B) of the Engagement Agreement, and section 6.4(B) of the Consulting Agreement, JLL is entitled to receive additional compensation related to maintenance of the Delphi+ Lease Administration System, a proprietary lease administration database that permits JLL to manage the Debtors' worldwide owned and leased real property portfolio. Section 6.4(B) of the Engagement Agreement, contemplated that JLL would be entitled receive an annual fee of eighteen-thousand dollars (\$18,000) for the Delphi+ Lease Administration System (the "Lease Administration Fee"). Although the Engagement Agreement did not specify the timing of the payment of the Lease Administration Fee, JLL routinely invoiced the Debtors on a monthly basis as part of its request for payment of monthly compensation at a rate of \$1,500.00 per month (1/12<sup>th</sup> of \$18,000). Section 6.4(B) of the Consulting Agreement clarifies the timing of payment, requiring that the Debtors pay \$1,500.00 per month.

15. On August 28, 2007, the Debtors informed JLL that they would no longer require access to the Delphi+ Lease Administration System. Accordingly, as part of this Sixth Interim Application, JLL seeks allowance and payment of the aggregate amount of \$4,500, representing total Lease Administration Fees for June 2007 under the Engagement Agreement, and for July and August 2007 under the Consulting Agreement.

16. The terms of JLL's engagement under both the Engagement Agreement and the Consulting Agreement are consistent with JLL's general billing practices. In the ordinary course

of JLL's business and in similar engagements both inside and outside of bankruptcy, JLL charges its clients a set monthly fee for each professional providing services to JLL's client. JLL does not charge its clients on an hourly basis for the particular tasks its professionals perform, and JLL does not require its professionals to record the specific tasks performed or the amount of time spent on those tasks each day. These billing practices are normal in JLL's industry and have been employed throughout the prior Application Periods, for which allowance and payment of interim compensation has already been approved.

#### **RELIEF REQUESTED**

17. By this Sixth Interim Application, JLL requests that the Court allow, on an interim basis, total compensation of \$108,122.52 (including the Lease Administration Fees described above) for professional services rendered by JLL to the Debtors during the Application Period under the Engagement Agreement and Consulting Agreement and reimbursement of relating expenses totaling \$17,130.85.<sup>1</sup>

18. Over the course of the Application Period, JLL supplied seven professionals who have dedicated their time to providing the Debtors with comprehensive services addressing the Debtors' real estate needs with respect to the Debtors' real property and lease portfolios throughout the world.

19. The professional services provided by JLL's professionals to the Debtors during the Application Period under the Engagement Agreement and/or the Consulting Agreement generally fall within two categories: (i) the ongoing analysis and administration of the Debtors' leases; and (ii) the investigation, analysis and management of the Debtors' potential new real

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<sup>1</sup> Pursuant to the terms of the Listing Agreements JLL will be paid, upon Court approval, from sale proceeds and therefore does not seek compensation for these listing services here.

estate sale, purchase and lease transactions. Services rendered by JLL's professionals in each category have been essential to the Debtors' administration of their bankruptcy estates.

**Lease Administration Services (June 1, 2007 – August 31, 2007)**

20. During the Application Period, JLL assisted the Debtors in tracking, analyzing and managing the Debtors' active lease portfolio. Specifically, JLL's services related to the Debtors' real property leases included: abstracting and interpreting commercial lease documents; processing payments in satisfaction of the Debtors' various lease obligations; billing and collecting on account of third-party tenant obligations to the Debtors; communicating with various landlords and tenants on the Debtors' behalf; assisting with the resolution of outstanding rent issues; reviewing annual landlord reconciliation statements and calculations to ensure accuracy and lease compliance; and handling other administrative landlord/tenant issues arising in the Debtors' bankruptcy.

21. During the first three months of the Application Period, Janice Lannoo served as a Lease Analyst to the Debtors, performing the above-described lease administrative services on behalf of JLL. During this time period, Ms. Lanoo rendered services exclusively to the Debtors, working at the Debtors' Troy, Michigan headquarters on a full-time basis.<sup>2</sup>

22. Janice Lannoo is a graduate of the Detroit Business Institute and has 12 years of experience in the field of commercial real estate lease administration and analysis. Ms. Lannoo previously worked in the real estate department of a large trucking company, and has expertise in areas of abstracting, auditing, accounts payable, utilities and property tax obligations, generating rent payments and performing annual landlord reconciliations. Ms. Lanoo performed similar

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<sup>2</sup> On or about September 1, 2007, Janice Lanoo became an employee of the Debtors, ending her employment with JLL. Because she is serving a similar function as an employee of the Debtors, she has not been replaced by JLL in its engagement.

lease administrative services for the Debtors prior to their bankruptcy filing and has provided lease administrative services to the Debtors throughout the Debtors' bankruptcy cases.

**Transaction Management Services (June 1, 2007 - June 30, 2007)**

23. Throughout the Application Period, JLL provided extensive real estate transaction management services to the Debtors. During June, 2007, JLL dedicated the services of five professionals on four continents to investigate, identify and, to the extent advisable, pursue advantageous sale, purchase and lease opportunities for the Debtors both domestically and throughout the world. These professionals provided services to the Debtors that include: selecting locations for new leased and owned facilities; negotiating new lease and purchase transactions with landlords; collaborating with the Debtors' in-house and outside legal counsel to draft and revise legal documentation for the Debtors' real estate transactions; finding and managing third-party real estate brokers; managing the entry into new license agreements, easements, and other real estate related matters, as well as renewals of the same; and coordinating the Debtors' portfolio management efforts with personnel in the Debtors' Facilities Services Group (FSG), and their environmental services and business divisions.

24. During June, 2007, the following JLL professionals provided transaction management services exclusively to the Debtors: Brian Collins (Debtors' Troy, Michigan Headquarters); Jas Lozinski (Debtors' offices in Luton, Bedfordshire, United Kingdom); Kim Robinson (Debtors' offices in Luton, Bedfordshire, United Kingdom) Monica Lee (Debtors' offices in Sao Paulo, Brazil) and Eric Zhang (Debtors' offices in Shanghai, China).<sup>3</sup> A description of the respective experience and areas of expertise of the JLL professionals follows:

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<sup>3</sup> Due to the scope of the services required by the Debtors in the South American region, JLL agreed, as a financial accommodation to the Debtors, to provide the professional services of Monica Lee on a non-exclusive basis for a flat monthly fee of \$3,105.00.

25. Brian Collins serves as a Transaction Manager at the Debtors' headquarters in Troy, Michigan, assisting the Debtors with transactions throughout North America. Mr. Collins graduated with a Bachelor of Science degree in Architecture and a Bachelor of Arts degree in Economics from the University of Michigan and has considerable experience planning and implementing transactions related to large corporate facilities and related real estate holdings. As a Transaction Manager for JLL, Mr. Collins previously provided transaction management and consulting services to General Motors with respect to its 600 million square-foot global real estate portfolio. Prior to joining JLL in 2002, Mr. Collins served for ten years as a Senior Planning Consultant for the Hysen Group.

26. Jas Lozinski served as the European Real Estate Manager for the Debtors at their Luton, Bedfordshire, England location, assisting the Debtors with respect to real estate transactions throughout Europe and its surrounding countries. With more than 20 years of experience, his credentials extend to consolidation, site selection and consultancy throughout Europe, with special expertise in automotive and manufacturing projects. Mr. Lozinski earned his degree in Valuation and Estate Management at Bristol University, Bristol, England.

27. Eric Zhang served as the Transaction Manager to the Debtors for real estate transactions throughout Asia and Australia. Mr. Zhang was headquartered in Shanghai, China. Mr. Zhang holds a Bachelors Degree in Engineering and a Masters Degree in Land Economy. He has more than seven years of experience in the field of real estate within the Asian-Pacific market. His experience includes real estate market analysis, research reports, development, feasibility, valuation and investment studies, undertaking real estate selection, acquisition and disposition, financial review of real estate transactions and real estate transaction contract negotiations.

28. Kim Robinson served as the Transaction Coordinator for the Debtors and, in that capacity, she assisted the European Real Estate Manager, Jas Lozinski, in providing services to the Debtors with respect to pending and potential real estate transactions throughout Europe. Ms. Robinson has 15 years experience in IT software, managing relationships in various sales and marketing roles, and works with the Debtors' European Facilities Group.

29. Monica Lee served as a Transaction Manager for the Debtors at their Sao Paulo, Brazil location, providing professional advisory and transactional services to the Debtors with respect to transactions throughout South America. Prior to joining JLL, Ms. Lee worked in a similar capacity for Colliers International. Ms. Lee is a registered Real Estate Broker (CRECI). In addition, Ms. Lee was assisted in her duties by Ms. Sueli Nagata. Pursuant to the terms of the Engagement Agreement, JLL does not seek additional compensation for the services rendered by Ms. Nagata.

**Transaction Management Services (July 1, 2007 - September 30, 2007)**

30. As contemplated by the Consulting Agreement, after termination of the Engagement Agreement, JLL greatly reduced the geographic scope of the transaction Management Services being provided, eliminating all international transaction management services to the Debtors. From July 1, 2007 through the end of the Application Period, JLL dedicated 100% of the services of Transaction Manager Brian Collins to the Debtors. Mr. Collins, who is stationed at the Debtors' Troy, Michigan headquarters, provided transactions management services to the Debtors with respect to current and potential real estate transactions throughout North America. These services included assisting the Debtors with lease transaction renewals, new space acquisitions, and property dispositions and providing support to the Debtors' Operations Support Group and corporate real estate organization.

31. For the convenience of the Court and parties in interest, a summary of the professionals rendering services to the Debtors throughout the Application Period for which JLL seeks compensation follows:

PROFESSIONAL	POSITION	LOCATION	EXPERIENCE	MONTHLY COMPENSATION	TOTAL COMPENSATION (APPLICATION PERIOD)
Brian Collins	Transaction Manager	Troy, Michigan	14 years experience; Bachelor of Science Degree in Architecture; Bachelor of Arts Degree in Economics	\$12,031.88	\$48,127.52
Jas Lozinski	Transaction Manager	Luton, Bedfordshire, United Kingdom	20 years experience; Valuation & Estate Management Degree	23,203.92	23,203.92
Eric Zhang	Transaction Manager	Shanghai, China	7 years experience; Bachelor Degree in Engineering; Masters Degree in Land Economy	6,719.13	6,719.13
Monica Lee	Transaction Manager	Sao Paulo, Brazil	11 years experience in the real estate market; Degree in Architecture and Urban Design	3,105.00	3,105.00
Kim Robinson	Transaction Coordinator	Luton, Bedfordshire, United Kingdom	15 years experience in various sales and marketing roles	3,448.81	3,448.81
Janice Lannoo	Lease Analyst	Troy, Michigan	14 years experience; Bachelor of Science Degree in Accounting	6,339.38	19,018.14
<b>TOTAL:</b>					<b>\$103,622.52</b>

32. As part of JLL's engagement by the Debtors, a number of other JLL professionals dedicated time and provided professional services to the Debtors during the Application Period. However, based on the terms of the Engagement Agreement and the Consulting Agreement, JLL does not seek any additional compensation for services rendered by these JLL professionals.

33. In connection with the professional services JLL has provided to the Debtors, JLL incurred expenses totaling \$10,209.32 for which JLL seeks reimbursement. This amount was paid to Jas Lozinski in reimbursement for economy class air travel throughout Europe on the dates set forth in the chart below.<sup>4</sup> Each of these trips was taken at the direction of the Debtors and relates to the services rendered to the Debtors by Mr. Lozinski. Because Mr. Lozinski is based in England, the expenses were incurred in British Pounds and total £5,082.30. Using the conversion rate at the time these expenses were submitted by Mr. Lozinski to JLL for payment, the total amount of expenses incurred (£5,082.30) equaled \$10,209.32 USD.

34. The dates and amounts of the air travel expenses incurred by Mr. Lozinski in connection with his services rendered to the Debtors are as follows:

<b>Dates of Travel</b>	<b>Expense (£)</b>	<b>Expense (\$)</b>
1/30/07-2/01/07	733.40	1,473.25
2/12/07-2/15/07	1,066.10	2,141.58
3/07/07-3/09/07	864.40	1,736.41
3/12/07-3/15/07	858.60	1,724.76
4/10/07-4/12/07	920.70	1,849.50
5/2/2007-5/02/07	639.10	1,283.82
<b>TOTAL</b>	<b>£5,082.30</b>	<b>\$10,209.32</b>

35. In connection with the discharge of its duties to the Debtors, and in order to comply with the disclosure, reporting and application requirements imposed upon JLL in this case by the Bankruptcy Code, the JLL Order and the Compensation Orders, JLL has retained Joseph Frank, Jeremy Kleinman and the law firm of Frank/Gecker LLP ("F/G") as its counsel. In connection with this engagement, F/G rendered services to JLL during the Application Period that included: preparing monthly statements of interim compensation and reimbursement of expenses; coordinating entry into the Consulting Agreement; preparing the Supplemental

<sup>4</sup> Each of these expenses was incurred directly by JLL Professional Jas Lozinski. Although these expenses were first incurred by Mr. Lozinski prior to the present Application Period, due to the fact that each expense was incurred outside of the United States, JLL processed reimbursement for these expenses during the current Application Period.

Application and the Supplemental Affidavit of James C. Becker in support thereof; preparing JLL's Fifth Interim Application for compensation; advising JLL regarding the protection of confidential information relating to the services rendered by JLL's professionals and related expenses; and communicating with the Debtors' attorneys and/or the Court-appointed Fee Review Committee (the "FRC"). These services were primarily rendered by attorneys Joseph Frank and Jeremy Kleinman and paralegal Christina Carpenter. Mr. Frank is a partner at F/G and has 15 years of experience in the field of bankruptcy law. His customary billing rate is \$500.00 per hour. Jeremy Kleinman is an associate at F/G with eight years of experience in the field of bankruptcy law. Mr. Kleinman's customary billing rate is \$310.00 per hour. Ms. Carpenter's customary billing rate is \$145.00. Detailed invoices demonstrating the services rendered to JLL in order to assist JLL in the discharge of its duties are attached hereto as **Group Exhibit E.**

36. The time spent by each F/G attorney rendering services to JLL relating to its engagement, disclosure obligations and compensation through September 30, 2007 is set forth below:

<b>SUMMARY OF INCIDENTAL LEGAL EXPENSES THROUGH SEPTEMBER 30, 2007</b>			
<b><u>Professional</u></b>	<b><u>Billing Rate</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Amount</u></b>
Joseph D. Frank	\$500.00	3.00	\$1,500.00
Jeremy C. Kleinman	\$310.00	37.90	\$11,749.00
Christina Carpenter	\$145.00	1.60	\$232.00
<b>TOTAL</b>		<b>42.50</b>	<b>\$13,481.00</b>

37. In addition, JLL reimbursed F/G for the following expenses:

<b>SUMMARY OF EXPENSE STATEMENTS</b>	
<b>TYPE OF EXPENSE</b>	<b>AMOUNT</b>
Postage	\$11.58
Overnight Delivery	<u>\$350.47</u>
<b>TOTAL</b>	<b>\$362.05</b>

JLL has thus paid F/G not less than \$13,843.05 for bankruptcy counsel services rendered during the Application Period and related expenses that have been incidental to JLL's obligations as the real estate administrative and transaction services provider to the Debtors. As an accommodation, JLL has agreed to seek reimbursement of only one-half, or \$6,921.53, of this amount.

38. This Sixth Interim Application has been prepared in accordance with the Compensation Orders, this Court's Administrative Orders dated June 24, 1991 and April 21, 1995, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, dated January 30, 1996.

39. All services for which JLL requests compensation were performed for the Debtors and not on behalf of any other person or entity.

40. The professional services and related expenses for which JLL requests interim allowance of compensation and reimbursement were rendered in connection with the Debtors' bankruptcy case. These services and expenses have been necessary and beneficial to the Debtors, their estates, creditors and other parties in interest.

41. In addition to the compensation set forth above, JLL has earned success fees and commissions from certain third parties in connection with the transaction management services it provided to the Debtors. These fees and commissions have been paid, or are payable from certain third parties with whom the Debtors have entered into real estate leases in the United

States and Europe and Asia to be paid over time. The success fees and commissions earned by JLL are expressly contemplated in the terms of the Engagement Agreement, which also requires that a portion of those commissions and fees be subject to “revenue sharing” with the Debtors (and are recognized by the Consulting Agreement to the extent the commissions were earned under the Engagement Agreement). Those fees and commissions total \$179,852.62 of which \$39,991.86 has been or shall be paid to the Debtors pursuant to the “Revenue Sharing” provisions set forth in Section II G of Exhibit B to the Engagement Agreement. In addition, JLL expects additional commission payments relating to Asian leasing transactions completed through the present interim application period totaling \$244,610.77 of which JLL shall pay \$69,237.59 to the Debtors pursuant to the “Revenue Sharing” provisions set forth in Section II G of Exhibit B to the Engagement Agreement.

42. JLL has received no payment and no promise of payment from any source for the services of the professionals referenced above in connection with this case, except as disclosed herein. In addition, other than as permitted under section 504(b)(1) of the Bankruptcy Code, there is no agreement or understanding between JLL and any other person or entity for the sharing of compensation to be received for services rendered in these cases.

43. Prior to the filing of this Sixth Interim Application, JLL served four statements of monthly interim compensation and expenses covering the time period of June 1, 2007 through September 30, 2007. Detailed descriptions of these statements follow.

44. On July 31, 2007, JLL served its Statement of Monthly Compensation and Expenses for professional services rendered to the Debtors during the time period of June 1,

2007 through June 30, 2007 (the “June Statement”),<sup>5</sup> JLL reflecting total fees due in the amount of \$56,014.47. A copy of the June Statement is attached hereto as **Exhibit A**.

45. On August 31, 2007, JLL served its Statement of Monthly Compensation and Expenses for professional services rendered to the Debtors during the time period of July 1, 2007 through July 31, 2007 (the “July Statement”), reflecting total fees due in the amount of \$19,871.26. A copy of the July Statement is attached hereto as **Exhibit B**.

46. On September 28, 2007, JLL served its Statement of Monthly Compensation and Expenses for the time period of August 1, 2007 through August 31, 2007 (the “August Statement”), reflecting total fees due in the amount of \$19,871.26. A copy of the August Statement is attached hereto as **Exhibit C**.

47. On October 31, 2007, JLL served its Statement of Monthly Compensation and Expenses for the time period of September 1, 2007 through September 30, 2007 (the “September Statement”), reflecting total fees due in the amount of \$12,031.88. A copy of the September Statement is attached hereto as **Exhibit D**.

48. JLL has previously requested and received the following amounts on account of services rendered during the Application Period:

<b><u>SUMMARY OF FEE STATEMENTS</u></b>					
		<b>REQUESTED</b>		<b>PAID</b>	
<b>Date Served</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
07/31/07	06/01/07 – 06/30/07	\$56,014.47 <sup>6</sup>	\$10,209.32	\$44,811.57	\$10,209.32
08/31/07	07/01/07 – 07/31/07	\$19,871.26	\$0.00	\$5,071.50	\$0.00

<sup>5</sup> On September 5, 2007, JLL’s submitted an amended June Statement attaching an exhibit detailing the travel-related expenses for which JLL seeks reimbursement.

<sup>6</sup> The June Statement reflected credits and adjustments totaling \$333.95. Consequently, the total amount sought in the Sixth Interim Application is \$333.95 higher than the total of all monthly statements. However, credit for this \$333.95 amount has been included in the calculation of the fees and expenses remaining unpaid.

<b><u>SUMMARY OF FEE STATEMENTS</u></b>					
		<b>REQUESTED</b>		<b>PAID</b>	
<b>Date Served</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
09/28/07	08/01/07 – 08/31/07	\$19,871.26	\$0.00	\$0.00	\$0.00
10/31/07	09/01/07 – 09/31/07	\$12,031.58	\$0.00	\$0.00	\$0.00
<b>TOTAL:</b>		<b>\$107,788.57</b>	<b>\$10,209.32</b>	<b>\$49,883.07<sup>7</sup></b>	<b>\$10,209.32</b>

49. The above-referenced payments were made pursuant to this Court's Compensation Orders and remain subject to this Court's review in connection with the present Application and any final application filed by JLL.

50. JLL has today served this Sixth Interim Application upon all parties referenced in the Compensation Orders. The services for which JLL now seeks compensation have been essential to the administration of the Debtors' estates and have provided substantial benefits to the Debtors and their creditors.

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<sup>7</sup> Currently, JLL has not received any amounts due as interim monthly compensation for the periods of August 1, 2007 through August 31, 2007 and September 1, 2007 through September 30, 2007 and has received only a partial payment for the period of July 1, 2007 through July 31, 2007. No party has objected to the allowance of such fees. Therefore, JLL anticipates that it may receive additional monthly compensation in the amounts of \$15,897.01, \$9,625.50, and \$10,825.51 respectively.

WHEREFORE, for all of the foregoing reasons, Jones Lang LaSalle Americas, Inc. (“JLL”) respectfully requests that the Court enter an order (i) allowing JLL the sum of \$108,122.52 in fees and expenses of \$17,130.85 for the period of June 1, 2007 through September 30, 2007; (ii) authorizing and directing the Debtors to pay to JLL the sum of \$64,827.03, which is the amount remaining due after application of payments received to date; and (iii) granting such other and further relief as this Court deems just and proper.

Dated: November 30, 2007

JONES LANG LASALLE AMERICAS, INC.

By: /s/ Joseph D. Frank

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